

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018
AUTORIZING PARTIES TO FILE UNDER SEAL CERTAIN MATERIALS
DESIGNATED FOR INCLUSION IN RECORD ON APPEAL FROM BANKRUPTCY
COURT'S ORDER UNDER U.S.C. §§ 105, 363(b), AND 1108 CONFIRMING DEBTORS'
AUTHORITY TO TERMINATE EMPLOYER-PAID POST-RETIREMENT HEALTH CARE
BENEFITS AND EMPLOYER-PAID POST-RETIREMENT LIFE INSURANCE BENEFITS
FOR CERTAIN (A) SALARIED EMPLOYEES AND (B) RETIREES AND THEIR
SURVIVING SPOUSES

("SALARIED OPEB TERMINATION APPELLATE RECORD MATERIAL SEAL ORDER")

Upon the unopposed application, dated March 16, 2009 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018 authorizing the parties to file under seal certain materials designated for inclusion in the record on appeal from the Bankruptcy Court's Motion For Order Under 11 U.S.C. §§ 105, 363(b), and 1108 Confirming Debtors' Authority To Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life Insurance Benefits For Certain (A) Salaried Employees And (B) Retirees And Their Surviving Spouses (Docket No. 14705) (the "Salaried OPEB Termination Motion"); and it appearing that pursuant to Fed. R. Bankr. P. 9018, no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the

Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED.
2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, the parties are authorized to file under seal those documents and materials marked "Highly Confidential" and designated for inclusion in the record on appeal of the Order Under 11 U.S.C. §§ 105, 363(b), 1108 and 1114(d) (I) Provisionally Confirming Debtors' Authority To Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life Insurance Benefits For Certain (A) Salaried Employees And (B) Retirees And Their Surviving Spouses, (II) Directing Appointment Of Committee Of Retired Employees With Limited Scope, And (III) Setting March 11, 2009 Final Hearing, dated February 25, 2009 (Docket No. 16380) and Final Order Under 11 U.S.C. §§ 105, 363(b), 1108 and 1114(d) (I) Confirming Debtors' Authority To Terminate Employer-Paid Post-Retirement Health Care Benefits And Employer-Paid Post-Retirement Life Insurance Benefits For Certain (A) Salaried Employees And (B) Retirees And Their Surviving Spouses, And (II) Amending Scope And Establishing Deadline For Completion Of Retirees' Committee's Responsibilities, dated March 11, 2009 (Docket No. 16448) (the "Confidential Exhibits").

3. The Confidential Exhibits designated as record items D-26 through D-34 shall: (a) remain confidential; (b) be filed under seal; (c) be transmitted under seal to the Clerk of the District Court or the United States District Judge designated to hear the appeal, if and when requested; and (d) be served on and made available only to: (i) the United States Trustee for the Southern District of New York; (ii) counsel to the Debtors' Official Committee of Unsecured

Creditors; and (iii) such other parties as ordered by this Court or as agreed to in writing by the Debtors and the counsel for the Appellants.

4. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Application is hereby waived.

5. This Court retains jurisdiction to enforce this order and the confidentiality of the Confidential Exhibits and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this order.

Dated: New York, New York
March __, 2009

UNITED STATES BANKRUPTCY JUDGE